

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS**

<b>In re:</b>	)	<b>Chapter 11</b>
<b>LINC USA GP, <i>et al.</i></b> <sup>1</sup>	)	<b>Case No. 16-32689 (DRJ)</b>
<b>Debtors.</b>	)	<b>(Jointly Administered)</b>

**WITNESS AND EXHIBIT LIST FOR AUGUST 31, 2016 HEARING**

Linc USA GP, *et al.*, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby file their witness and exhibit list for the hearing on August 31, 2016, at 2:00 p.m. (CT) (“Witness and Exhibit List”) as follows:

**WITNESSES**

- Jude Rolfes, Debtors’ Vice President of Corporate Development
- Bruce Campbell, Member, Parkman Whaling LLC
- Any witness called by another party

The Debtors reserve the right to call rebuttal witnesses as necessary. The Debtors reserve the right to call any witness identified or called by another party or by the Court. The Debtors reserve the right not to call any witness identified herein. The Debtors reserve the right to supplement this witness list.

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<sup>1</sup> The Debtors in these chapter cases, along with the last four digits of each Debtor’s federal tax identification number, are: Linc Energy Finance (USA), Inc. (6684); Linc USA GP (5234); Linc Energy Resources, Inc. (9613); Linc Gulf Coast Petroleum, Inc. (6790); Linc Energy Petroleum (Louisiana), LLC (1074); Linc Alaska Resources, LLC (2362); Paen Insula Holdings, LLC (1681); Linc Energy Petroleum (Wyoming), Inc. (9859); Diasu Holdings, LLC (9626); Diasu Oil & Gas Company, Inc. (8926); and Linc Energy Operations, Inc. (5806).

**EXHIBITS**

Ex. No	Description	Offered	Objection	Admitted/ Not Admitted
1	<i>Certificates of Service Related to Order Approving Bidding Procedures and Protections; Approving Procedures for the Assumption and Assignment of Contracts and Leases; Scheduling Bidding Deadline, Auction Date, and Sale Hearing Date; and Approving Form and Notice Thereof:</i>			
A	Certificate of Service of Clarissa D. Cu re: 1) Notice of Proposed Sale of Assets, Auction and Sale Hearing; and 2) Order Approving Bidding Procedures and Protections; Approving Procedures for the Assumption and Assignment of Contracts and Leases; Scheduling Bidding Deadline, Auction Date, and Sale Hearing Date [Dkt. No. 216]			
B	BNC Certificate of Service re: Order Approving Bidding Procedures and Protections; Approving Procedures for the Assumption and Assignment of Contracts and Leases; Scheduling Bidding Deadline, Auction Date, and Sale Hearing Date; and Approving Form and Notice Thereof [Dkt. No. 219]			
C	Supplemental Certificate of Service of Stephanie Delgado re: 1) Notice of Proposed Sale of Assets, Auction and Sale Hearing; and 2) Order Approving Bidding Procedures and Protections; Approving Procedures for the Assumption and Assignment of Contracts and Leases, Scheduling Bidding Deadline, Auction Date, and Sale Hearing Date; and Approving Form and Notice Thereof [Dkt. No. 261]			

Ex. No	Description	Offered	Objection	Admitted/ Not Admitted
D	Supplemental Certificate of Service of Stephanie Delgado re: 1) Order Granting Complex Chapter 11 Bankruptcy Case; 2) Notice of Proposed Sale of Assets, Auction and Sale Hearing; and 3) Order Approving Bidding Procedures and Protections; Approving Procedures for the Assumption and Assignment of Contracts and Leases; Scheduling Bidding Deadline, Auction Deadline, and Sale Hearing Date; and Approving Form and Notice Thereof, dated July 12, 2016 [Dkt. No. 267]			
E	Supplemental Certificate of Service of Clarissa D. Cu re: 1) Order Approving Bidding Procedures and Protections; Approving Procedures for the Assumption and Assignment of Contracts and Leases; Scheduling Bidding Deadline, Auction Date, and Sale Hearing Date; and Approving Form and Notice Thereof; and 2) Notice of Proposed Sale of Assets, Auction and Sale Hearing [Dkt. No. 298]			
F	Certificate of Service of Jason G. Cohen re: Order Approving Bidding Procedures and Protections; Approving Procedures for the Assumption and Assignment of Contracts and Leases; Scheduling Bidding Deadline, Auction Date, and Sale Hearing Date; and Approving Form and Notice Thereof [Dkt. No. 300]			
G	Supplemental Notice (and Certificate of Service) of Debtors' Intent to Assume and Assign Certain Unexpired Leases and Executory Contracts Related to the Gulf Coast Assets and Setting Forth the Cure Amounts [Dkt. No. 319]			

Ex. No	Description	Offered	Objection	Admitted/ Not Admitted
2	Final Order (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364 [Dkt. No. 196]			
3	Order Authorizing the Debtors to Employ and Retain Parkman Whaling LLC as Investment Banker Nunc Pro Tunc to the Petition Date [Dkt. No. 221]			
4	Debtors' Motion for (A) Entry of an Order (I) Approving Bidding Procedures; (II) Scheduling Bidding Deadline, Auction Date, and Sale Hearing Date; (III) Approving Form and Notice Thereof; (B) Entry of an Order After the Sale Hearing (I) Authorizing the Debtors to Sell Their Assets; and (II) Authorizing the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases; and (C) Granting Related Relief [Dkt. No. 129]			
5	Order Approving Bidding Procedures and Protections; Approving Procedures for the Assumption and Assignment of Contracts and Leases; Scheduling Bidding Deadline, Auction Date, and Sale Hearing Date; and Approving Form and Notice Thereof [Dkt. No. 205]			
6	Notice of Modification to Bidding Procedures [Dkt. No. 302]			
7	Certificate of Service of Jason G. Cohen re: Notice of Debtors' Intent to Assume and Assign Certain Unexpired Leases and Executory Contracts and Setting Forth the Cure Amounts [Dkt. No. 270]			

Ex. No	Description	Offered	Objection	Admitted/ Not Admitted
8	Linc July 2016 Marketing Teaser			
9	Reporter's Transcript of the Auction Held at the Offices of Bracewell LLP on August 23, 2016			
10	Notice of Selection of Successful Bid and Back-Up Bid at Auction for Debtors' Lot of Gulf Coast Assets [Dkt. No. 307]			
11	Notice of Selection of Successful Bid and Back-Up Bid at Auction for Debtors' Lot of Wyoming Assets [Dkt. No. 308]			
12	Notice of Selection of Successful Bid for Debtors' Lot of Alaska Assets [Dkt. No. 310]			
13	Declaration of Bruce E. Campbell III in Support of the Entry of Orders Authorizing the Debtors to Sell their Assets [Dkt. No. 323]			
14	Declaration of Jude Rolfes in Support of the Entry of Orders Authorizing the Debtors to Sell their Assets [Dkt. No. 324]			
15	Notice of Filing Asset Purchase Agreement for Gulf Coast Assets and Asset Purchase Agreement between Linc USA GP, Linc Energy Operations, Inc., and Linc Gulf Coast Petroleum, Inc., as sellers, and Torrent Gulf Coast LLC, as buyers [Dkt. No. 322, 322-1]			
16	Notice of Filing Asset Purchase Agreement for Debtors' Wyoming Assets and Asset Purchase Agreement between Linc Energy Operations, Inc., and Linc Energy Petroleum (Wyoming), Inc. as sellers, and Big Muddy Opportunities LLC, as buyers [Dkt. No. 327]			

Ex. No	Description	Offered	Objection	Admitted/ Not Admitted
17	Final Purchase and Sale Agreement of Debtors' Alaska Assets between Linc USA GP, Linc Energy Finance (USA), Inc., Linc Energy Operations, Inc., Linc Energy Resources, Inc., Linc Gulf Coast Petroleum, Inc., Linc Energy Petroleum (Louisiana), LLC, Linc Alaska Resources, LLC, Paen Insula Holdings, LLC, Linc Energy Petroleum (Wyoming), Inc., Diasu Holdings, LLC, and Diasu Oil & Gas Company, Inc., as sellers, and Arctic Acquisition, Inc., as buyers [Dkt. No. X]			
18	Debtors' Proposed Order Authorizing the Debtors to Sell their Gulf Coast Assets [Dkt. No. X]			
19	Debtors' Proposed Order Authorizing the Debtors to Sell their Wyoming Assets [Dkt. No. X]			
20	Debtors' Proposed Order Authorizing the Debtors to Sell their Alaska Assets [Dkt. No. X]			

The Debtors reserve the right to utilize additional rebuttal exhibits as necessary. The Debtors reserve the right to supplement this Exhibit List. The Debtors reserve the right to use as their own exhibit any exhibit identified or offered by any other party.

Respectfully Submitted,

**BRACEWELL LLP**

By: /s/ Jason G. Cohen

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